

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

Great American Insurance Company,

Interpleader Plaintiff,

-against-

American International Group, Inc., Maurice R. Greenberg, Starr International Company, Inc., C.V. Starr & Co., Inc., Edward E. Matthews, Howard I. Smith, Bernard M. Aidinoff, Steven Bensinger, Eli Broad, Vincent Cantwell, Michael J. Castelli, Pei-Yuan Chia, Marshall A. Cohen, William S. Cohen, Robert Crandall, William Dooley, Martin S. Feldstein, Ellen V. Futter, Leslie L. Gonda, John Graf, Evan G. Greenberg, Carla A. Hills, Frank J. Hoenemeyer, Richard C. Holbrooke, Robert P. Jacobson, Donald P. Kanak, Christian M. Milton, Kristian T. Moor, Michael L. Murphy, Win Neuger, Frank Petralito, Karen Radke, John J. Roberts, Ernest E. Stempel, Martin J. Sullivan, Jean-Baptist Tateossian, Thomas R. Tizzio, Edmund S.W. Tse, Joseph H. Umansky, Jay S. Wintrob, Frank G. Wisner, and Frank G. Zarb,

Interpleader Defendants.

American International Group, Inc.,

Cross Claimant,

-against-

Starr International Company, Inc., C.V. Starr & Co., Inc., Maurice R. Greenberg, Edward E. Matthews, and Howard I. Smith,

Cross Claim Defendants.

No. 09 Civ. 4476 (DAB)

**JOINT STIPULATION OF
DISMISSAL WITH PREJUDICE**

JOINT STIPULATION OF DISMISSAL WITH PREJUDICE

WHEREAS interpleader plaintiff Great American Insurance Company ("Great American") brought this suit on May 8, 2009 to resolve competing demands to the proceeds of a directors and officers ("D&O") insurance policy, Number DOL8811693 (the "Policy"), and to enjoin a pending arbitration (the "Arbitration") instituted by interpleader defendants Maurice R. Greenberg, Howard I. Smith, Starr International Company, Inc., C.V. Starr & Co., Inc., and Edward E. Matthews (collectively the "Greenberg Group");

WHEREAS, on August 26, 2009, the Court so-ordered a stipulation among the Greenberg Group, Great American and interpleader defendant American International Group, Inc. ("AIG"), whereby the Greenberg Group agreed to withdraw its demand for Arbitration without prejudice to the substantive issue sought to be arbitrated, but with prejudice as to the Greenberg Group's right to arbitrate prior to the conclusion of this suit;

WHEREAS, on September 23, 2009, the Court so-ordered a stipulation among the Greenberg Group, Great American and AIG, whereby the proceedings were stayed, except that the parties were permitted to jointly move to dismiss the action by stipulation at any time, notwithstanding the existence of the stay;

WHEREAS, in August 2010, the parties to several shareholder derivative suits brought on behalf of AIG against its former and current officers and directors (the "Derivative Suits") executed a global settlement agreement (the "Settlement") to resolve all outstanding derivative actions;

WHEREAS the Settlement was contingent upon the interpleader defendants in this suit, among other parties, reaching a separate agreement with Great American Insurance

Company as well as other insurers who were part of an insurance tower that had issued D&O insurance coverage to AIG;

WHEREAS the parties have entered into a Confidential Settlement Agreement and Release fully executed on November 11, 2010, resolving all remaining disputed issues in the above-captioned action and satisfying the contingency of the Settlement;

WHEREAS, under the Confidential Settlement Agreement and Release, the parties agreed to dismiss any and all claims in this suit once the Derivative Suits had been dismissed, the time to appeal their dismissals had expired, and any awards of attorneys' fees or expenses in the Derivative Suits had been made;

WHEREAS, as of April 14, 2011, the Derivative Suits had been dismissed, all awards for attorneys' fees and expenses in the Derivative Suits had been made, and the time to appeal the dismissal of any of the Derivative Suits had expired; and

WHEREAS no party other than Great American, AIG, the Greenberg Group and Christian Milton has appeared in this suit;

NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned counsel for the parties who have made appearances, that:

Pursuant to Federal Rule of Civil Procedure 41(a)(1)(A)(ii), any and all claims and cross claims asserted in this case be dismissed with prejudice, such dismissal to be effective

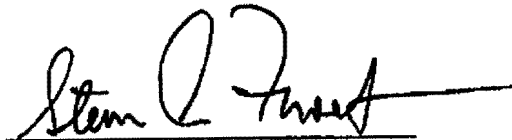
upon the filing of this Stipulation of Dismissal with Prejudice with the Court, with each party to be responsible for its own costs and attorneys' fees.

Dated: April 14, 2011



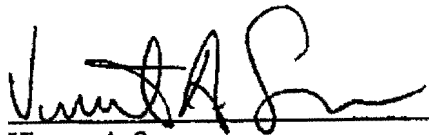
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On behalf of American International Group, Inc.

Dated: 4/18/11



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On behalf of Maurice R. Greenberg, C.V. Starr & Co., Inc., Starr International Company, Inc. and Edward Matthews

Dated: April 15, 2011



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On behalf of Howard I. Smith

Dated: 4-18-11

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Dated: 4-15-11

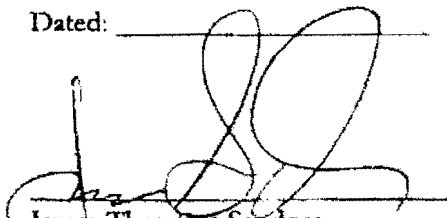
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Dated: _____

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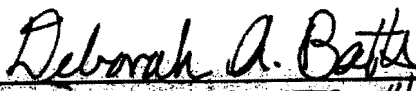
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Dated: April 15 2011

SO ORDERED


DEBORAH A. BATTS 4/20/11
UNITED STATES DISTRICT JUDGE